UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE COMMISSION,

--4:CC

Plaintiff,

: 18 Civ. 8175 (ER)
- against - :

: ECF CASE

BARRY C. HONIG, ROBERT LADD,
ELLIOT MAZA, BRIAN KELLER,
JOHN H. FORD, GRQ CONSULTANTS, INC., and
HS CONTRARIAN INVESTMENTS, LLC,

Defendants.

Detendants. .

DECLARATION OF NANCY A. BROWN IN SUPPORT OF PLAINTIFF'S MOTION TO STRIKE AFFIRMATIVE DEFENSE

I, Nancy A. Brown, pursuant to 28 U.S.C. § 1746, declare as follows:

- 1. I am employed as a Senior Trial Counsel at the New York Regional Office of the Securities and Exchange Commission ("Commission"). I am fully familiar with the facts herein.
- 2. Appended hereto as <u>Exhibit A</u> is a true and correct copy of the privilege log of documents withheld from production by Defendant Ladd, dated January 27, 2020.
- 3. Appended hereto as <u>Exhibit B</u> is a compendium of true and correct excerpts from the transcript of the Deposition of Defendant Robert Ladd, taken October 15 and 16, and November 10, 2020.
- 4. On Monday, March 1, 2021, after Ladd filed his initial Answer (DE 278) on February 26, 2021, I reached out to Ladd's counsel to set up a call to discuss the further discovery we believed was necessary in light of Ladd's affirmative advice-of-counsel defense, and which would be permitted under the Amended Scheduling Order (DE 263 ¶ 6). When Ladd's counsel was available, we spoke by phone on March 8, 2021. In that call, Ladd's counsel

advised that he would not waive privilege, and no additional discovery was necessary.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 26, 2021 New York, New York

s/ Nancy A. Brown
Nancy A. Brown